

EXHIBIT A-2

1 UNITED STATES DISTRICT COURT
2 CENTRAL DISTRICT OF CALIFORNIA
3 WESTERN DIVISION

4 STEAMFITTERS LOCAL 449 PENSION
5 PLAN, Individually and on Behalf of all
Others Similarly Situated,

6 Plaintiff,

7 vs.

8 MOLINA HEALTHCARE, INC., J.
9 MARIO MOLINA, JOHN C. MOLINA,
TERRY P. BAYER and RICK HOPFER,

10 Defendants.

Case No. 2:18-cv-03579 AB (JCx)

CLASS ACTION

11
12 **PROOF OF CLAIM AND RELEASE**

13
14 **A. GENERAL INSTRUCTIONS**

15 1. To recover as a member of the Settlement Class based on your claims
16 in the action entitled *Steamfitters Local 449 Pension Plan v. Molina Healthcare,*
17 *Inc., et al.*, Case No. 2:18-cv-03579 AB (JCx) (C.D. Cal.) (the “Action”), you must
18 complete and, on page ____ hereof, sign this Proof of Claim and Release form
19 (“Claim Form”). If you fail to submit a timely and properly addressed (as set forth
20 in paragraph 3 below) Claim Form, your claim may be rejected and you may not
21 receive any recovery from the Net Settlement Fund created in connection with the
22 proposed Settlement.

23 2. Submission of this Claim Form, however, does not assure that you
24 will share in the proceeds of the settlement of the Action.

25 3. **THIS CLAIM FORM MUST BE SUBMITTED ONLINE AT**
26 **WWW._____.COM NO LATER THAN _____, 2020**
27 **OR, IF MAILED, BE POSTMARKED OR RECEIVED NO LATER THAN**
28 **_____, 2020, ADDRESSED AS FOLLOWS:**

Molina Healthcare Securities Litigation
c/o Angeion Group
P.O. Box _____

If you are NOT a member of the Settlement Class (as defined in the Notice of Pendency of Class Action, Proposed Settlement, and Motion for Attorneys' Fees and Expenses ("Notice"), which accompanies this Claim Form) DO NOT submit a Claim Form.

4. If you are a member of the Settlement Class and you did not timely request exclusion in response to the Notice dated _____, 2020, you are bound by the terms of any judgment entered in the Action, including the releases provided therein, **WHETHER OR NOT YOU SUBMIT A CLAIM FORM.**

B. CLAIMANT IDENTIFICATION

1. If you purchased or otherwise acquired the publicly traded common stock of Molina Healthcare, Inc. during the period from October 31, 2014 through August 2, 2017, inclusive (the "Class Period") and held the stock in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased or otherwise acquired the publicly traded common stock of Molina during the Class Period through a third party, such as a brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

2. Use Part I of this form entitled "Claimant Identification" to identify each beneficial purchaser or acquirer of Molina publicly traded common stock that forms the basis of this claim, as well as the purchaser or acquirer of record if different. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S).**

3. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf

of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

C. IDENTIFICATION OF TRANSACTIONS

1. Use Part II of this form entitled “Schedule of Transactions in Molina Publicly Traded Common Stock” to supply all required details of your transaction(s) in Molina publicly traded common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to: (i) all of your holdings of Molina publicly traded common stock as of the beginning of trading on October 31, 2014 and the close of trading on October 31, 2017; (ii) all of your purchases, and acquisitions of Molina publicly traded common stock which took place at any time beginning October 31, 2014 through and including August 2, 2017; and (iii) all of your sales of Molina publicly traded common stock which took place at any time beginning October 31, 2014 through and including October 31, 2017, whether such purchases, acquisitions, sales or transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

3. The date of covering a “short sale” is deemed to be the date of purchase of Molina publicly traded common stock. The date of a “short sale” is deemed to be the date of sale of Molina publicly traded common stock.

4. Copies of broker confirmations or other documentation of your transactions in Molina publicly traded common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim

PART I – CLAIMANT INFORMATION

Beneficial Owner's Name
First Name

[illegible][illegible]

Last Name

[illegible][illegible]

Entity Name (if the Beneficial Owner is not an individual)

[illegible][illegible]

Last 4 digits of Social Security Number or Taxpayer Identification Number

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Street Address

[illegible]

City

State/Province

Zip Code

Foreign Postal Code (if applicable)

Foreign Country (if applicable)

[illegible][illegible]

Telephone Number (Day)

Telephone Number (Evening)

[illegible]

E-mail Address (e-mail address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim):

[illegible]**Type of Beneficial Owner:**

Specify one of the following:

□

Individual(s)

Corporation

1

UGMA/Custodian

3

IRA

□

Partnership

Estate

1

Trust

5

Other (describe): _____

**PART II – SCHEDULE OF TRANSACTIONS IN
MOLINA PUBLICLY TRADED COMMON STOCK**

1. HOLDINGS AS OF OCTOBER 31, 2014. State the total number of shares of Molina publicly traded common stock held as of the opening of trading on October 31, 2014. (Must be documented.) If none, write “zero” or “0.”

Confirm Proof of
Position Enclosed
○

2. PURCHASES/ACQUISITIONS FROM OCTOBER 31, 2014 THROUGH AUGUST 2, 2017. Separately list each and every purchase/acquisition of Molina publicly traded common stock from after the opening of trading on October 31, 2014 through and including the close of trading on August 2, 2017. (Must be documented.)

Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/ Acquired	Purchase/ Acquisition Price Per Share	Total Purchase/ Acquisition Price (excluding taxes, commissions, and fees)	Confirm Proof of Purchase/ Acquisition Enclosed
/ /		\$	\$	○
/ /		\$	\$	○
/ /		\$	\$	○
/ /		\$	\$	○

3. PURCHASES/ACQUISITIONS FROM AUGUST 3, 2017 THROUGH OCTOBER 31, 2017.

State the total number of shares of Molina publicly traded common stock purchased/acquired from after the opening of trading on August 3, 2017 through and including the close of trading on October 31, 2017. If none, write “zero” or “0.”¹

4. SALES FROM OCTOBER 31, 2014 THROUGH OCTOBER 31, 2017. Separately list each and every sale/disposition of Molina publicly traded common stock from after the opening of trading on October 31, 2014 through and including the close of trading on October 31, 2017. (Must be documented.)

**IF NONE,
CHECK HERE**
○

Date of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding taxes, commissions, and fees)	Confirm Proof of Sale Enclosed
/ /		\$	\$	○

¹ **Please note:** Information requested with respect to your purchases/acquisitions of Molina publicly traded common stock from after the opening of trading on August 3, 2017 through and including the close of trading on October 31, 2017 is needed in order to balance your claim. Purchases during this period are not eligible under the Settlement and will not be used for purposes of calculating your Recognized Claim pursuant to the Plan of Allocation.

/ /		\$	\$	○
/ /		\$	\$	○
/ /		\$	\$	○

5. HOLDINGS AS OF OCTOBER 31, 2017. State the total number of shares of Molina publicly traded common stock held as of the close of trading on October 31, 2017. (Must be documented.) If none, write “zero” or “0.”

Confirm Proof of Position Enclosed
○

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU MUST PHOTOCOPY THIS PAGE AND CHECK THIS BOX:

☐

IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL NOT BE REVIEWED. INCLUDE THE BENEFICIAL OWNER’S FULL NAME AND LAST FOUR DIGITS OF SOCIAL SECURITY NUMBER OR TAXPAYER IDENTIFICATION NUMBER ON EACH PAGE.

YOU MUST READ AND SIGN THE RELEASE ON THIS PAGE. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

D. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation and Agreement of Settlement, dated May 5, 2020 (the “Settlement Agreement”) described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Central District of California, with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim (including transactions in other Molina securities) if requested to do so. I (We) have not submitted any other claim in the Action covering the same purchases or sales of Molina publicly traded common stock during the Class Period and know of no other person having done so on my (our) behalf.

E. RELEASE AND ACKNOWLEDGEMENT

1. I (We) hereby acknowledge full and complete satisfaction of, and do

1 hereby fully, finally, and forever settle, release, and discharge from the Released
 2 Claims each and all of the Released Defendant Parties, both as defined in the
 3 accompanying Notice. This release shall be of no force or effect unless and until
 4 the Court approves the Settlement and the Settlement becomes effective on the
 5 Effective Date (as defined in the Settlement Agreement).

6 2. I (We) hereby warrant and represent that I (we) have not assigned or
 7 transferred or purported to assign or transfer, voluntarily or involuntarily, any
 8 matter released pursuant to this release or any other part or portion thereof.

9 3. I (We) hereby warrant and represent that I (we) have included the
 10 information requested about all of my (our) transactions in Molina publicly traded
 11 common stock which are the subject of this claim, as well as the opening and
 12 closing positions in such securities held by me (us) on the dates requested in this
 13 Claim Form.

14 4. I (We) certify that I am (we are) not subject to backup withholding
 15 under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code.
 16 (Note: If you have been notified by the Internal Revenue Service that you are
 17 subject to backup withholding, please strike out the prior sentence.)
 18

19 I declare under penalty of perjury under the laws of the United States of
 20 America that all of the foregoing information supplied on this Claim Form by the
 21 undersigned is true and correct.
 22

23 Executed this _____ day of _____, in _____, _____
 24 (Month / Year) (City) (State/Country)

25 _____
 26 Signature of Claimant

 Signature of Joint Claimant, if any

27 _____
 28 Print Name of Claimant

 Print Name of Joint Claimant, if any

(Capacity of person(s) signing, *e.g.*, Beneficial Purchaser, Executor or Administrator)

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

1. Please sign the above release and acknowledgment.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of certificates.
5. Keep a copy of your Claim Form and all supporting documentation for your records.
6. The Claims Administrator will acknowledge receipt of your Claim Form within 60 days. Your claim is not deemed submitted until you receive an acknowledgment e-mail or postcard. If you do not receive an acknowledgment e-mail or postcard within 60 days, please call the Claims Administrator toll free at (____) ____-____.
7. If you move, please send your new address to:
Molina Healthcare Securities Litigation
c/o Angeion Group
P.O. Box _____

www._____.com
(____) ____-____
8. **Do not use red pen or highlighter** on the Claim Form or supporting documentation.